

**CHINA ASSETS (HOLDINGS) LIMITED**

**中國資本(控股)有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 170)**

**IN THE HIGH COURT OF THE  
HONG KONG SPECIAL ADMINISTRATIVE REGION  
COURT OF FIRST INSTANCE**

**MISCELLANEOUS PROCEEDINGS NO. 1875 OF 2017**

**IN THE MATTER**

**OF**

**CHINA ASSETS (HOLDINGS) LIMITED**

**AND**

**IN THE MATTER**

**OF**

**THE COMPANIES ORDINANCE,  
CHAPTER 622 OF THE LAWS OF  
THE HONG KONG SPECIAL ADMINISTRATIVE REGION  
SCHEME OF ARRANGEMENT**

**Under Section 673 of the Companies Ordinance**

**Chapter 622 of the Laws of Hong Kong Special Administrative Region**

**NOTICE OF COURT MEETING**

**NOTICE IS HEREBY GIVEN** that, by an order dated 21 September 2017 (the “**Order**”) made in the above matters, the High Court of the Hong Kong Special Administrative Region (the “**High Court**”) has directed a meeting (the “**Meeting**”) to be convened of the registered holders of the shares (the “**Shares**”) of the Company (other than those beneficially owned by New Synergies Investments Company Limited and parties acting in concert with it) (the “**Scheme Shares**”) for the purposes of considering and, if thought fit, approving, with or without modification, a scheme of arrangement (the “**Scheme**”) proposed to be made between China Assets (Holdings) Limited (the “**Company**”) and the registered holders of the Scheme Shares (the “**Scheme Shareholders**”), and that the Meeting will be held at 10:00 a.m. on Wednesday, 25 October 2017 at United Conference Centre (Room 1), 10/F., United Centre, 95 Queensway, Hong Kong at which place and time all Scheme Shareholders are requested to attend.

A copy of the Scheme and a copy of an explanatory statement (the “**Explanatory Statement**”) explaining the effect of the Scheme, required to be furnished pursuant to Section 671 of the abovementioned Ordinance, are incorporated in the scheme document of which this Notice forms part, which has been despatched by post to holders of the Scheme Shares. Copies are also available at <http://www.chinassets.com>.

In compliance with the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), Shares held by New Synergies Investments Company Limited and parties acting in concert (as defined in the Takeovers Code) with it may not be voted at the Meeting and, hence, only Shares held by Scheme Shareholders are eligible for voting thereat.

The above-mentioned Scheme Shareholders may vote in person at the Meeting or they may appoint another person, whether a member of the Company or not, as their proxy to attend and vote in their stead. A pink form of proxy for use at the Meeting is enclosed with the scheme document despatched to the Shareholders on 28 September 2017.

In the case of joint holders of a Share, the vote of the senior who tenders a vote, whether in person or by proxy or by representative, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the Share.

It is requested that forms appointing proxies, together with power of attorney under which they are signed (if any) or a notarially certified copy thereof (in the case of a corporation either under its seal or under the hand of an officer or attorney duly authorised) if any, be lodged at the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by 10:00 a.m. on Monday, 23 October 2017. Forms of proxy may also be handed to the chairman of the Meeting at the Meeting if not so lodged.

Completion and return of the form of proxy will not preclude a Scheme Shareholder from attending the Meeting or any adjournment thereof and voting in person. In such event, his form of proxy shall be deemed to be revoked.

For the purpose of determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Wednesday, 18 October 2017 to Wednesday, 25 October 2017, both days inclusive, and during such period, no transfer of Shares will be effected. In order to qualify to vote at the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. (Hong Kong time) on Tuesday, 17 October 2017.

By the Order, the High Court has appointed Mr. Fan Jia Yan, or failing him, Dr. David William Maguire, or any other available director of the Company to act as chairman of the Meeting and has directed the chairman of the Meeting to report the outcome thereof to the High Court.

The Scheme will be subject to the subsequent sanction of the High Court as set out in the Explanatory Statement contained in the scheme document despatched to the Shareholders on 28 September 2017.

Dated the 28th day of September 2017.

**Reed Smith Richards Butler**

20th Floor  
Alexandra House  
18 Chater Road  
Central, Hong Kong

*Solicitors for China Assets (Holdings) Limited*

*As at the date of this notice, the executive directors of the Company are Mr. Lo Yuen Yat and Mr. Cheng Sai Wai; the non-executive directors are Mr. Yeung Wai Kin, Mr. Zhao Yu Qiao and Ms. Lao Yuan Yuan; and the independent non-executive directors are Mr. Fan Jia Yan, Mr. Wu Ming Yu and Dr. David William Maguire.*